

RECORDATION NO. 21576-B C FILED

NOV 17 '98

11-45 AM

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OF COUNSEL
URBAN A. LESTER

November 17, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease Supplement No. 2 (Amtrak Trust 98-B), dated November 17, 1998, and two (2) copies of a Memorandum of Trust Agreement and Indenture Supplement No. 2 (Amtrak Trust 98-B), dated November 17, 1998, both secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the Lease and Indenture which were previously filed with the Board under Recordation Number 21576.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease Supplement No. 2

Lessor: First Union National Bank
10 Statehouse Square
Hartford, Connecticut 06103

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, D.C. 20002

County of...

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BOARD

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Memorandum of Trust Indenture Supplement No. 2

Owner Trustee : First Union National Bank
10 Statehouse Square
Hartford, Connecticut 06103

Indenture Trustee : The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

Nineteen (19) EMD locomotives AMTK 452 and AMTK 470

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

NOV 17 '98

11-45AM

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST 98-B) dated November 17, 1998, between FIRST UNION NATIONAL BANK, a national banking association, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 98-B) dated as of July 15, 1998, with GENERAL MOTORS ACCEPTANCE CORPORATION, a Delaware corporation (in such capacity, the "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (defined below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 98-B) dated as of July 15, 1998 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 98-B) dated August 11, 1998 ("Supplement No. 1");

WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the equipment described in Supplement No. 1 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on August 11, 1998 at 4:35 p.m. Recordation Number 21576, and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on August 11, 1998 at 2:06 p.m.;


WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 2 (Amtrak Trust 98-B) dated November 17, 1998 ("Supplement No. 2") (the terms of which are incorporated herein by reference), supplementing the aforesaid Lease to include the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, Supplement No. 2 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST UNION NATIONAL BANK, not in its
individual capacity, but solely as trustee, as
aforesaid

By: 
Name: _____
Title: _____

NATIONAL RAILROAD PASSENGER
CORPORATION

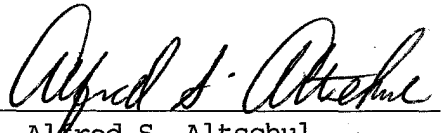
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest herein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST UNION NATIONAL BANK, not in its individual capacity, but solely as trustee, as aforesaid

By: _____
Name: _____
Title: _____

NATIONAL RAILROAD PASSENGER CORPORATION

By: 
Name: Alfred S. Altschul
Title: Vice President, Finance & CFO

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this _____ day of November, 1998, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of FIRST UNION NATIONAL BANK, and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this 10th day of November, 1998, before me personally appeared Alfred S. Altschul, to me personally known, who, by me being duly sworn, says that he is the VP-Finance & CFO of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires 1-1-2000

Schedule A to
Memorandum of Lease Supplement

(AMTRAK TRUST 98-B)

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>General Motors Serial Numbers</u>
NINETEEN (19) GENERAL MOTORS EMD F59PHI DIESEL LOCOMOTIVES	452 through 470, inclusive	966722-3 through 966722-21, inclusive